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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re

Chapter 11

Motors Liquidation Company, *et. al.*

Case No. 09-50026 (REG)

Debtors.

Jointly Administered

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**NOTICE OF WITHDRAWAL OF OBJECTION TO ASSUMPTION OF  
CERTAIN EXECUTORY CONTRACTS**

BMW Hybrid Technology Corp. and certain of its affiliates, (collectively, the “BMW Group”) by its undersigned counsel, hereby files its Notice of Withdrawal of Objection to Assumption of Certain Executory Contracts (“Notice”) and states as follows:

1. Since the commencement of these bankruptcy cases, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) have served various Notices of Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property (“Assignment Notices”) upon the BMW Group.

2. Each Assignment Notice provided BMW Group with a “User ID” and “Password” and directed BMW Group to the contract notices website established by the Debtors

to provide certain information regarding the proposed assumption and assignment of various executory contracts between BMW Group and the Debtors.

3. On July 20, 2009, BMW Group filed its objection to the assumption and assignment of its executory contracts with the Debtors [Doc. No. 3246] (the “Objection”) because, among other reasons, it was unable to ascertain which of its contracts with the Debtors were subject to the Assignment Notices.

4. Subsequent to the filing of the Objection, BMW Group and the Debtors had numerous discussions regarding the assumption and assignment of various executory contracts and have agreed that certain executory contracts identified below may be assumed and assigned by the Debtors.

5. Accordingly, BMW Group withdraws the Objection with respect to the following executory contracts:

<u>Contract Title/Description</u>	<u>GM Vendor ID</u>
Confidentiality Agreement (Powertrain)	5716-00003472
AHS-C Development Agreement	5716-01219771
General Cooperation Agreement	5716-01219774
Electric Water Pumps Non-Disclosure Agreement	5716-00300371
Second Amended and Restate Proprietary Rights Agreement	5716-00301393
Electric Power Steering Non-Disclosure Agreement	5716-00303195
Non-Disclosure Agreement Gen2 Hybrid Technologies	5716-00003482
Letter of Consent	5716-01110681
MOU AHS-3 Hybrid System	5716-00003481
MOU	5716-00003483
ETRS Confidentiality Agreement	5716-00003484

(collectively, the “Assumed Contracts”).

6. BMW Group does not object to the assumption and assignment of the Assumed Contracts.

7. However, BMW Group expressly reserves its rights to object to the assumption and/or assignment of any other executory contracts between BMW Group and the Debtors not specifically identified above as Assumed Contracts.

8. BMW Group is not aware that any other executory contract is subject to a pending Assignment Notice at this time.

WHEREFORE, BMW Group respectfully withdraws the Objection with respect to the executory contracts identified above as Assumed Contracts.

Respectfully submitted by:

**JAFFE RAITT HEUER & WEISS, P.C.**

By: /s/ Richard E. Kruger  
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Dated: September 2, 2009